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AMENDMENT

INTERSTATE COMMERCE COMMISSION

Amendment dated as of the 21st day of December, 1973, between UNITED STATES RAILWAY EQUIPMENT CO. (hereinafter called "United") and LOUISVILLE, NEW ALBANY & CORYDON R. R. CO. (hereinafter called "Railroad").

R E C I T A L S

United and Railroad have heretofore entered into a Conditional Sale Agreement dated May 17, 1972 (hereinafter called "Agreement") pursuant to which United was to rebuild, renovate and sell to Railroad certain railroad cars described in the Agreement. The parties desire to amend the Agreement in the manner and upon the terms and conditions hereinafter set forth.

AGREEMENT

It is agreed:

1. Paragraph 2 is amended by deleting from the third and fifth sentences thereof the date "October 1, 1972" and substituting therefor the date "April 30, 1974."
2. Paragraph 3 of the Agreement is amended by deleting from the third sentence thereof the date "February 28, 1973" and substituting therefor the date "February 28, 1974."
3. All other terms and conditions contained in the Agreement shall remain in full force and effect, and the Agreement as hereby amended is hereby ratified, confirmed and approved.

IN WITNESS WHEREOF, United and Railroad have duly  
executed this Agreement as of the day, month and year first  
above written.

UNITED STATES RAILWAY EQUIPMENT  
CO., an Illinois corporation

By: C. Richard Bann  
President

ATTEST:

Jud. J. Ahern  
Assistant Secretary

LOUISVILLE, NEW ALBANY & CORYDON R. R. CO.

By: Walter Saulman  
President

ATTEST:

Laura J. Buchanan  
Secretary

STATE OF ILLINOIS     )  
                              )  
COUNTY OF COOK     )     SS:

On the 4TH day of JAN, 1974,  
before me personally appeared C. RICHARD BARNEY  
to me personally known, who being by me duly sworn, says that  
he is the VICE PRESIDENT of United States Railway Equipment  
Co., an Illinois corporation, that the seal affixed to the  
foregoing instrument is the corporate seal of said corporation,  
that said instrument was signed and sealed on behalf of said  
corporation by authority of its Board of Directors, and he  
acknowledged that the execution of the foregoing instrument  
was the free act and deed of said corporation.

Robert Sheiman  
Notary Public

STATE OF Indiana     )  
                              )  
COUNTY OF Harrison     )     SS:

On the 12th day of February, 1974,  
before me personally appeared Walter Saulman  
to me personally known, who being by me duly sworn, says that  
he is the Vice President of Louisville, New Albany &  
Corydon R. R. Co., that the seal affixed to the foregoing instru-  
ment is the corporate seal of said corporation, that said  
instrument was signed and sealed on behalf of said corporation  
by authority of its President and Directors, and he acknowledged  
that the execution of the foregoing instrument was the free  
act and deed of said corporation.

Shirley G. Evans  
Notary Public